

CLARKE ROBERT L  
Form 4  
October 10, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CLARKE ROBERT L

2. Issuer Name and Ticker or Trading Symbol  
EAGLE MATERIALS INC [[EXP]]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
711 LOUISIANA  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/06/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

HOUSTON, TX 77002  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                             |
| Common Stock                    | 10/06/2006                           |                                                    | P                              |                                                                   | 1,700                                                                                         | A                                                        | \$ 33.13                          |
| Common Stock                    | 10/06/2006                           |                                                    | P                              |                                                                   | 1,700                                                                                         | A                                                        | \$ 33.14                          |
| Common Stock                    | 10/06/2006                           |                                                    | P                              |                                                                   | 1,000                                                                                         | A                                                        | \$ 33.15                          |
| Common Stock                    | 10/06/2006                           |                                                    | P                              |                                                                   | 200                                                                                           | A                                                        | \$ 33.16                          |
| Common Stock                    | 10/06/2006                           |                                                    | P                              |                                                                   | 600                                                                                           | A                                                        | \$ 33.17                          |
|                                 | 10/06/2006                           |                                                    | P                              |                                                                   | 2,300                                                                                         | A                                                        |                                   |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 26,954                            |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 28,654                            |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 29,654                            |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 29,854                            |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 30,454                            |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 32,754                            |

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|                               |            |  |   |       |   |          |                          |   |
|-------------------------------|------------|--|---|-------|---|----------|--------------------------|---|
| Common Stock                  |            |  |   |       |   | \$ 33.18 |                          |   |
| Common Stock                  | 10/06/2006 |  | P | 1,200 | A | \$ 33.19 | 33,954                   | D |
| Common Stock                  | 10/06/2006 |  | P | 1,300 | A | \$ 33.2  | 35,254                   | D |
| Restricted Common Stock Units |            |  |   |       |   |          | 7,617.3967<br><u>(1)</u> | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                         |
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Code                                                     | V                                                             | (A)                                        | (D)                                                |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |         |       |
|-------------------------------------------------------|---------------|-----------|---------|-------|
|                                                       | Director      | 10% Owner | Officer | Other |
| CLARKE ROBERT L<br>711 LOUISIANA<br>HOUSTON, TX 77002 |               | X         |         |       |

## Signatures

/s/ James H. Graass as Attorney-in-Fact for Robert L. Clarke 10/09/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The Restricted Common Stock Units are payable in shares of Common Stock when the non-employee director's service on the board (1) terminates because of the director's death or the director's retirement in accordance with the Company's Director Retirement Policy or earlier with the consent of the Compensation Committee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.